

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT CORP.	:	
and LAW DEBENTURE TRUST COMPANY OF	:	
NEW YORK,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	Civil Action No. 04-1494-JJF
	:	
NORTHWESTERN CORPORATION,	:	
	:	
Defendant.	:	
MAGTEN ASSET MANAGEMENT CORP.,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Civil Action No. 05-499-JJF
	:	
MIKE J. HANSON and ERNIE J. KINDT,	:	
	:	
Defendants.	:	

**MOTION IN LIMINE TO EXCLUDE
THE TESTIMONY OF KIPP ORME**

Defendant NorthWestern Corporation by and through its undersigned counsel, hereby submits its motion *in limine*: (i) to exclude from evidence the deposition testimony of Kipp Orme (“Orme”); and (ii) deny any adverse inference requests by Plaintiffs based on Orme’s invocation of his Fifth Amendment privilege at his deposition at trial currently scheduled for March 3, 2008, and in support hereof, relies upon the Memorandum of Law in Support of Motion *in Limine* to Exclude the Testimony of Kipp Orme filed contemporaneously herewith.

Dated: January 31, 2008

GREENBERG TRAURIG LLP

/s/ Dennis A. Meloro
Victoria W. Counihan (I.D. No. 3488)
Dennis A. Meloro (I.D. No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
Tel: (302) 661-7000
Fax: (302) 661-7360
counihancv@gtlaw.com
melorod@gtlaw.com
and

**CURTIS, MALLET-PREVOST, COLT &
MOSLE LLP**

Joseph D. Pizzurro
Nancy E. Delaney
Myles K. Bartley
101 Park Avenue
New York, NY 10178
Tel: (212) 696-6000
Fax: (212) 697-1559

Attorneys for NorthWestern Corporation

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

MAGTEN ASSET MANAGEMENT)
CORPORATION and LAW DEBENTURE)
TRUST COMPANY OF NEW YORK,)
)
Plaintiffs,)
)
v.) C.A. No. 04-1494 (JJF)
)
NORTHWESTERN CORPORATION,)
)
Defendant.)
)
MAGTEN ASSET MANAGEMENT CORP.,)
)
Plaintiff,)
)
v.) C.A. No. 05-499 (JJF)
)
MIKE J. HANSON and ERNIE J. KINDT,)
)
Defendants.)

CERTIFICATE OF SERVICE

I, Dennis A. Meloro, being duly sworn according to law, deposes and says that I am employed by Greenberg Traurig, LLP, which is counsel for the NorthWestern Corporation, and that on January 31, 2008, I caused to be served copies of the following to be served upon the parties listed below via: (i) Electronic Mail upon all parties; (ii) Hand Delivery upon Local Counsel; and (iii) Federal Express delivery upon the remaining parties.

- Motion *in Limine* to Exclude the Testimony of Kipp Orme
- Memorandum of Law in Support of Motion *in Limine* to Exclude the Testimony of Kipp Orme

Dale Dube, Esq. David Carickhoff, Esq. Blank Rome LLP 1201 Market Street, Suite 800 Wilmington DE 19801 (Magten)	Bonnie Steingart, Esq. Gary L. Kaplan, Esq. Fried Frank Harris Shriver & Jacobson LLP One New York Plaza New York NY 10004 (Magten)
---	--

Kathleen M. Miller, Esquire Smith Katzenstein & Furlow LLP 800 Delaware Avenue, 7th Floor Wilmington, DE 19801 (Law Debenture)	John V. Snellings, Esq. Amanda Darwin, Esq. Nixon & Peabody LLP 100 Summer Street Boston, Massachusetts 02100 (Law Debenture)
Stanley T. Kaleczyc Kimberly A. Beatty Browning, Kaleczyc, Berry & Hoven, P.C. 139 North Last Chance Gulch P.O. Box 1697 Helena, Mt 59624 (M Hanson/E Kindt)	Denise Seastone Kraft Edwards Angell Palmer & Dodge LLP 919 North Market Street, 15th Floor Wilmington, DE 19801 (M Hanson/E Kindt)

Date: January 31, 2008

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro
Dennis A. Meloro (No. 4435)
The Nemours Building
1007 North Orange Street, Suite 1200
Wilmington, DE 19801
Telephone: 302-661-7000
melorod@gtlaw.com